

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----X

AFFIDAVIT OF JULIA CHURCH DIERKER  
ON BEHALF OF DIERKER AND ASSOCIATES, P.C.  
(Legal Ordinary Course Professional)

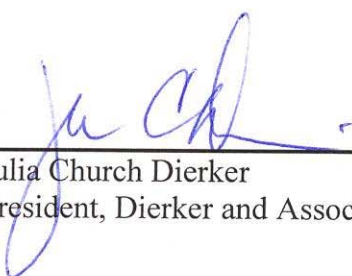
STATE OF MICHIGAN )  
COUNTY OF OAKLAND ) ss:

Julia Church Dierker, being duly sworn, deposes and says:

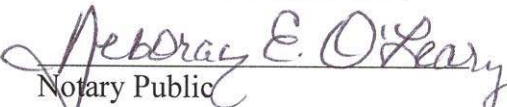
1. I am a principal of Dierker and Associates, P.C. ("D&A") which firm maintains offices at 3331 West Big Beaver Road, Suite 109, Troy, Michigan 48084.
2. Neither I, "D&A", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. "D&A" has represented and advised the Debtors in intellectual property matters with respect to a broad range of aspects of the Debtors' business.
4. The Debtors have requested, and "D&A" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the debtors have requested, and "D&A" proposes, to render the following services to the Debtors: intellectual property legal services.
5. "D&A"'s current fee arrangement is to provide an estimate and/or not-to-exceed quote on a case-by-case basis.

6. Except as set forth herein, no promises have been received by "D&A" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. "D&A" has no agreement with any entity to share with such entity any compensation received by "D&A".
8. "D&A" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "D&A" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither I, "D&A", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "D&A" is to be engaged.
10. The forgoing constitutes the statement of "D&A" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
\_\_\_\_\_  
Julia Church Dierker  
President, Dierker and Associates, P.C.

Subscribed and sworn before me  
this 13 day of December, 2005

  
Notary Public

DEBORAH E. O'LEARY  
Notary Public, Oakland County, MI  
My Commission Expires Jul. 29, 2006



CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Affidavit of Julia Church Dierker on behalf of Dierker and Associates, P.C. was mailed, via U.S. Mail, postage prepaid, on the 13<sup>th</sup> day of December, 2005, to the following:

Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

John William Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606

Alicia M. Leonhard, Esq.  
U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10044

Mark A. Broude, Esq.  
Latham & Watkins  
885 Third Avenue  
New York, NY 10022

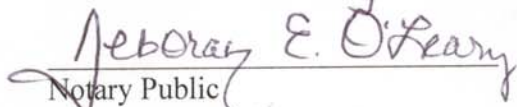
Marissa Wesley, Esq.  
Simpson, Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017

Marlane Melican, Esq.  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017

Dated: January 5, 2006

  
Heather M. Pastorino

Subscribed and sworn before me  
this 5 day of January, 2006

  
Notary Public  
DEBORAH E. O'LEARY  
Notary Public, Oakland County, MI  
My Commission Expires Jul. 29, 2006  
*Acting in Oakland County*

